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Florida Department of State
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To: Division of Corporations
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From: Account Name : BOGLE & SCHULMAN P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Madison & Wall Financial Services, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be:

MADISON & WALL FINANCIAL SERVICES, INC.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

195 WEKIVA SPRINGS ROAD, SUITE 200, LONGWOOD, FL 32779.

ARTICLE III- MAILING ADDRESS

The mailing address of the Corporation shall be:

195 WEKIVA SPRINGS ROAD, SUITE 200, LONGWOOD, FL 32779.

ARTICLE IV- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

FIFTY MILLION (50,000,000) SHARES.

ARTICLE V- BOARD OF DIRECTORS:

There will be no Board of Directors, the shareholders will run the company.

ARTICLE VI- OFFICERS

The President of the corporations shall be:

MICHAEL F. MANION,
195 WEKIVA SPRINGS ROAD, SUITE 200, LONGWOOD, FL 32779.

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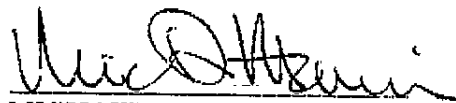
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ARTICLE VII- INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

MICHAEL F. MANION,
195 WEKIVA SPRINGS ROAD, SUITE 200, LONGWOOD, FL 32779.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of
May, 1999.


MICHAEL F. MANION

Calvin Harding Jr., Bogle & Schulman, P.A. FL Bar #0089567
P.O. Box 151358, Altamonte Springs, FL 32715-1358 407-834-3311
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:
MADISON & WALL FINANCIAL SERVICES, INC.
2. The name and address of the registered agent and office is:
SEAN F. BOGLE, ESQ.
BOGLE & SCHULMAN, P.A.
706 TURNBULL AVENUE
SUITE 203
ALTAMONTE SPRINGS, FL 32701.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: SEAN F. BOGLE, ESQ.

DATED THIS 28th DAY OF May, 1999

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TALLAHASSEE, FLORIDA

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Calvin Harding Jr., Bogle & Schulman, P.A. FL Bar #0089567
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